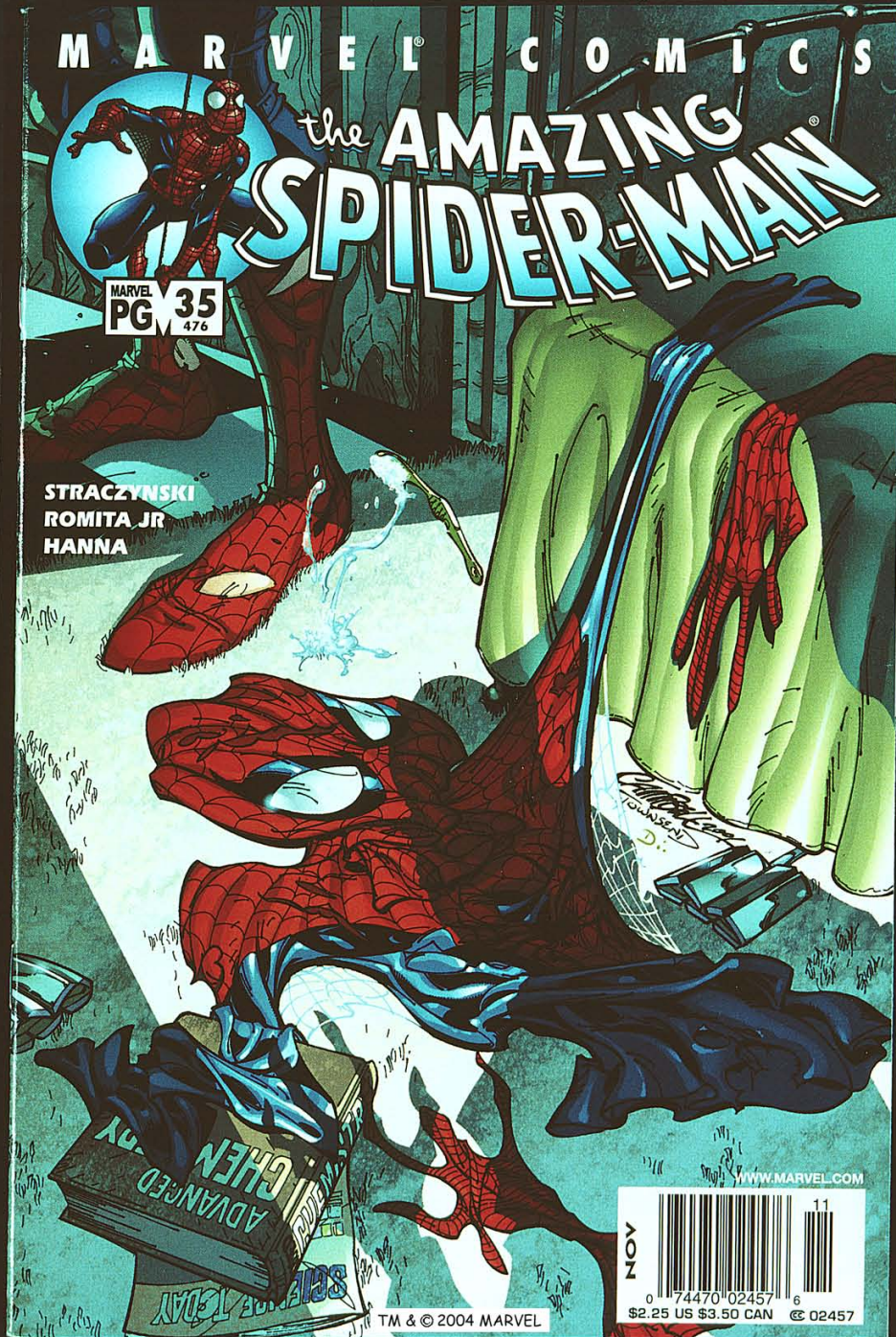


MARVEL COMICS

the AMAZING SPIDER-MAN

MARVEL
PG 35
476

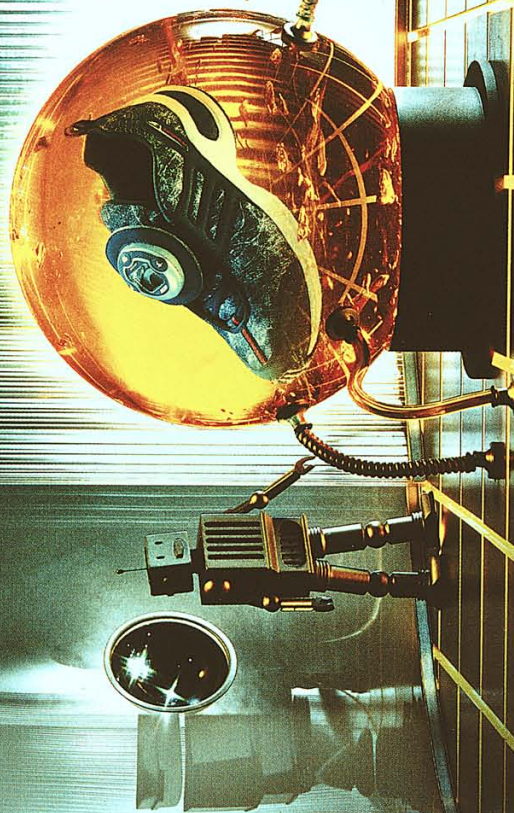
STRACZYNSKI
ROMITA JR
HANNA



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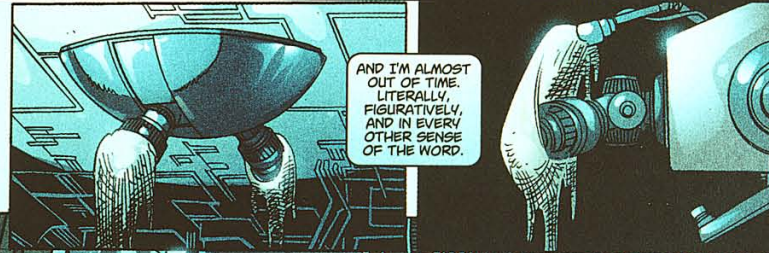


Freebok
Tranter DB: computes how far you run, how high you jump. Longtime, with stopwatch. WE ARE NOT ALONE.

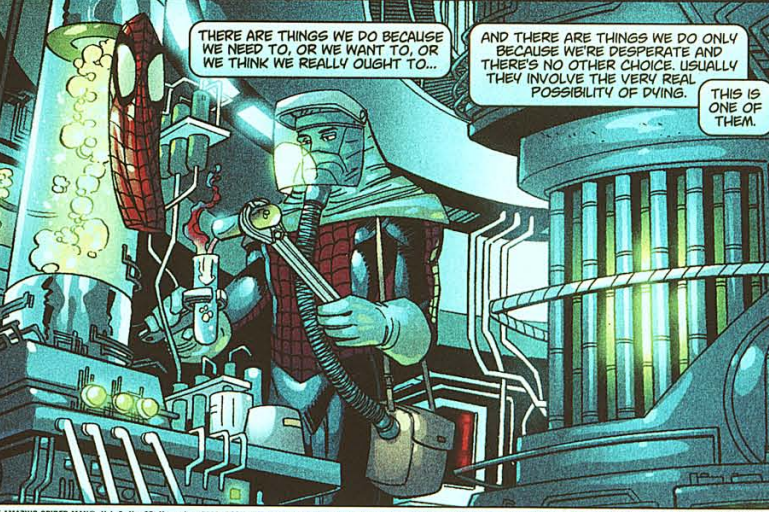
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STAN LEE presents THE AMAZING SPIDER-MAN in:
COMING OUT
J. MICHAEL STRACZYNSKI writer
JOHN ROMITA Jr. penciler
SCOTT HANNA inker
DAN KEMP & AYALON colors
RS & COMICRAFT'S WEB letters
JOHN MIESEGAEBS assistant editor
AXEL ALONSO editor
JOE QUESADA chief
BILL JEMAS president



AND I'M ALMOST OUT OF TIME. LITERALLY, FIGURATIVELY, AND IN EVERY OTHER SENSE OF THE WORD.



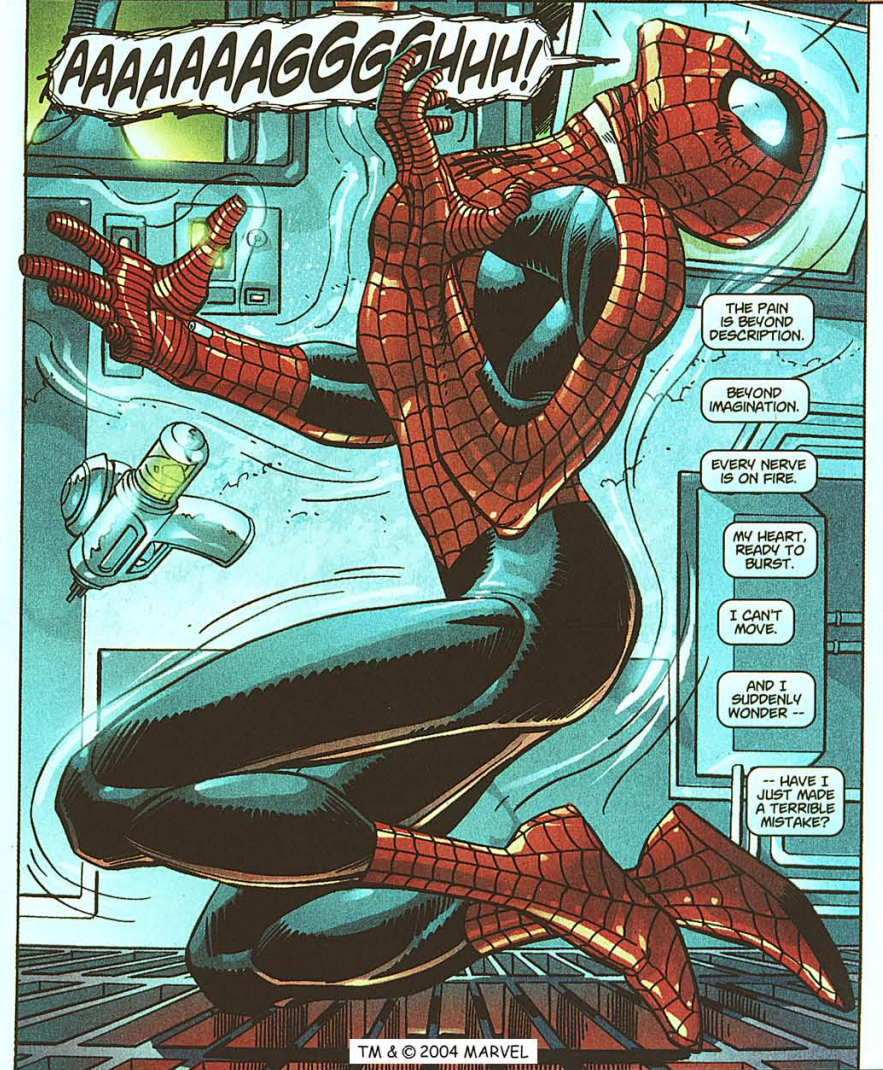
THERE ARE THINGS WE DO BECAUSE WE NEED TO, OR WE WANT TO, OR WE THINK WE REALLY OUGHT TO...

AND THERE ARE THINGS WE DO ONLY BECAUSE WE'RE DESPERATE AND THERE'S NO OTHER CHOICE. USUALLY THEY INVOLVE THE VERY REAL POSSIBILITY OF DYING.

THIS IS ONE OF THEM.

THE AMAZING SPIDER-MAN: Vol. 2, No. 35, November, 2001 (ISSN #0274-5232) Published by MARVEL COMICS, a division of MARVEL ENTERTAINMENT GROUP, INC. OFFICE OF PUBLICATION: 10 EAST 40TH STREET, NEW YORK, NY 10016. PERIODICALS POSTAGE PAID AT NEW YORK, N.Y. AND AT ADDITIONAL MAILING OFFICES. Published monthly. Copyright © 2001 Marvel Characters, Inc. All rights reserved. Price \$2.50 per copy in the U.S. and \$3.50 in Canada. Subscription rate for 12 issues in U.S. dollars: \$27.00; Canada: \$37.00 (GST #R127029523), foreign: \$39.00. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. This periodical may not be sold except by authorized dealers and is sold subject to the condition that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition. THE AMAZING SPIDER-MAN (including all prominent characters featured in this issue) is the distinctive likeness thereof a trademark of MARVEL CHARACTERS, INC. POSTMASTER: SEND ADDRESS CHANGES TO THE AMAZING SPIDER-MAN, c/o MARVEL SUBSCRIPTION DEPT., P.O. BOX 32 NEWBURGH, NY 12551. TELEPHONE (845) 564-7176. FAX (845) 566-7629. Printed in the U.S.A. PETER CUNEO, Chief Executive Officer, AVI ARAD, Chief Creative Officer, GUY KARRYO, Chief Information Officer, BOB GREENBERGER, Director - Publishing Operations, STAN LEE, Chairman Emeritus.

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AAAAGGGHHHHH!



GET AWAY FROM ME!



I... I DON'T UNDERSTAND, WHAT --

TYPICAL, ISN'T IT?



JUST WHEN YOU THINK YOU KNOW SOMEONE... THEY SURPRISE YOU.



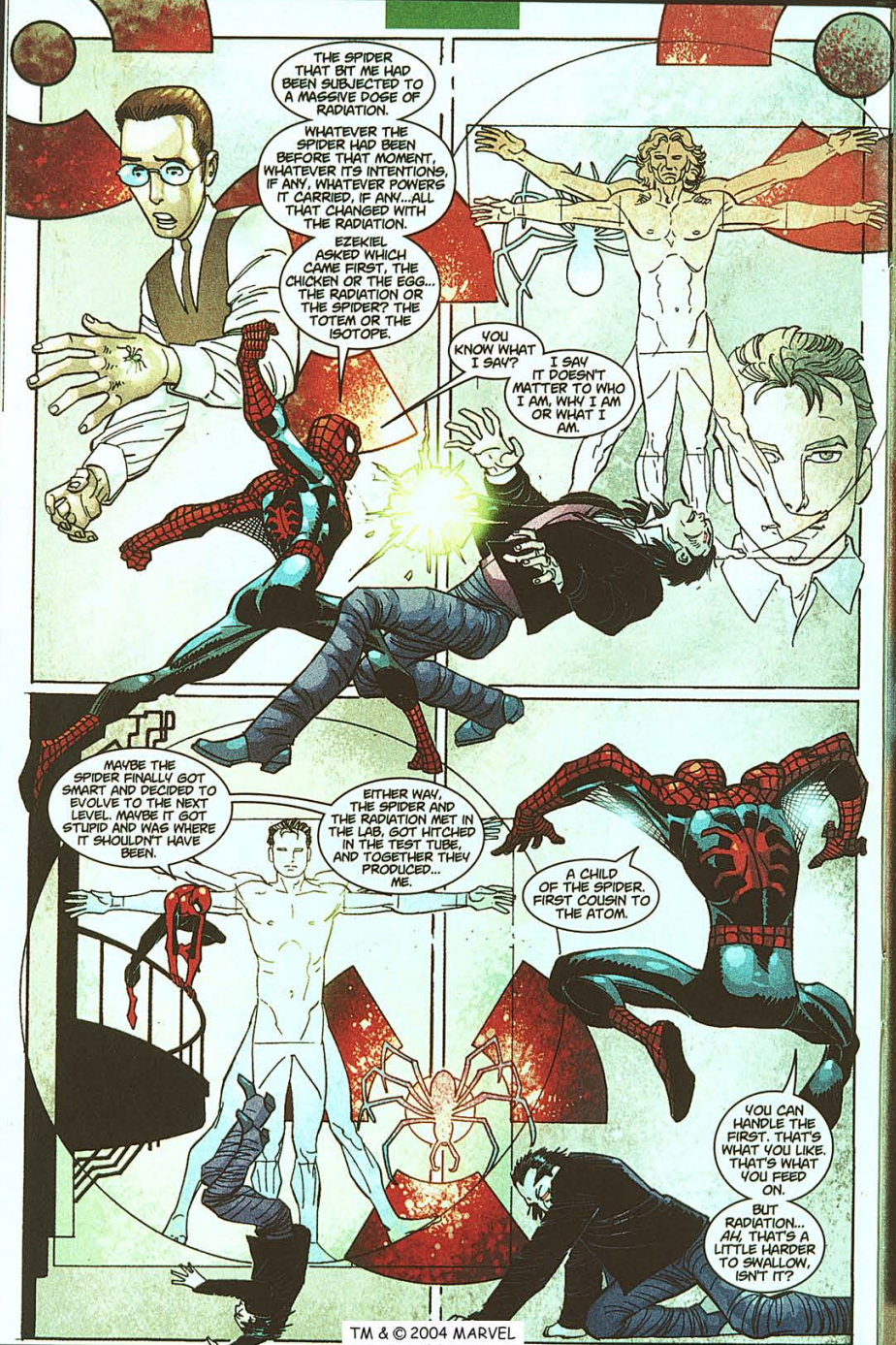
YOU WANTED TO FEED ON THE SPIDER IN ME, BECAUSE IT WAS PURE... RIGHT FROM THE SPIDER'S MOUTH SO TO SPEAK.

JUST ONE PROBLEM.

I MAY BE MANY THINGS... A SNAPPY DRESSER, A GOOD DANCER, AND OVERALL A HECK OF A NICE GUY ONCE YOU GET TO KNOW ME. BUT THERE'S ONE THING I'M NOT.



I'M NOT PURE.



THE SPIDER THAT BIT ME HAD BEEN SUBJECTED TO A MASSIVE DOSE OF RADIATION.

WHATEVER THE SPIDER HAD BEEN BEFORE THAT MOMENT, WHATEVER ITS INTENTIONS, IF ANY, WHATEVER POWERS IT CARRIED, IF ANY...ALL THAT CHANGED WITH THE RADIATION.

EZEKIEL ASKED WHICH CAME FIRST, THE CHICKEN OR THE EGG... THE RADIATION OR THE SPIDER? THE TOTEM OR THE ISOTOPE.

YOU KNOW WHAT I SAY?

I SAY IT DOESN'T MATTER TO WHO I AM, WHY I AM OR WHAT I AM.

MAYBE THE SPIDER FINALLY GOT SMART AND DECIDED TO EVOLVE TO THE NEXT LEVEL. MAYBE IT GOT STUPID AND WAS WHERE IT SHOULDN'T HAVE BEEN.

EITHER WAY, THE SPIDER AND THE RADIATION MET IN THE LAB, GOT HITCHED IN THE TEST TUBE, AND TOGETHER THEY PRODUCED... ME.

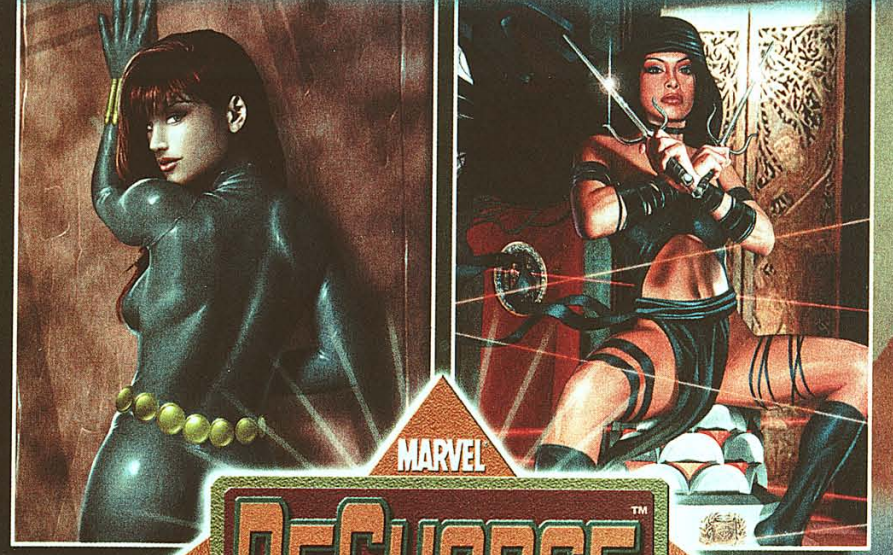
A CHILD OF THE SPIDER. FIRST COUSIN TO THE ATOM.

YOU CAN HANDLE THE FIRST. THAT'S WHAT YOU LIKE. THAT'S WHAT YOU FEED ON.

BUT RADIATION... AH, THAT'S A LITTLE HARDER TO SWALLOW, ISN'T IT?

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PLAYING NICE WILL GET YOU NOWHERE



RECHARGE

COLLECTIBLE CARD GAME



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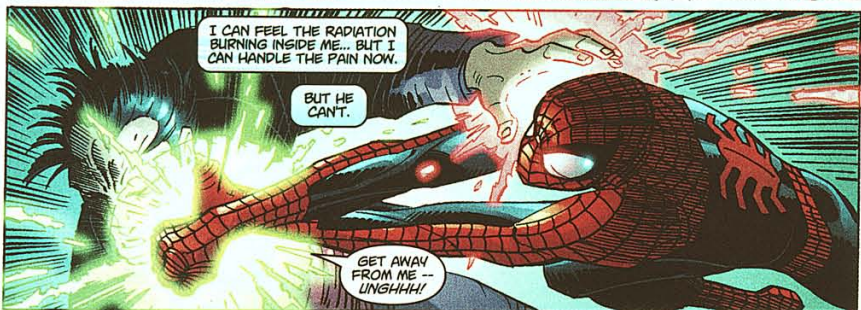


AFTER THE FIRST DOSE, I ALWAYS WONDERED IF I COULD SUSTAIN ANOTHER DOSE... OR IF IT WOULD KILL ME. BUT I NEVER HAD A REASON TO TEST THE EQUATION. TO TAKE THAT CHANCE.

TILL NOW.

TILL YOU.

CONGRATULATIONS, SUNSHINE... YOU JUST REAPED THE WHIRLWIND.



I CAN FEEL THE RADIATION BURNING INSIDE ME... BUT I CAN HANDLE THE PAIN NOW.

BUT HE CAN'T.

GET AWAY FROM ME -- UNGHHH!



EVERY TIME I HIT HIM, INSTEAD OF MY ENERGY, HE ABSORBS THE RADIATION AT THE POINT OF CONTACT.

CHOKO ON IT, BABY... CHOKO ON IT. 'CAUSE IT'S PAYBACK TIME.

HOW DOES IT FEEL TO BE ON THE OTHER SIDE OF THE IRRESISTIBLE FORCE, MORLUN?



HOW DOES IT FEEL TO BE PUNISHED BY SOMEONE WHO ISN'T GOING TO BACK OFF OR GIVE UP?



HOW... DOES... IT... FEEL?



YES! THAT ONE HURT HIM. THE RADIATION HAS WEAKENED HIM ENOUGH FOR MY PUNCHES TO GET THROUGH.



CAN'T LET HIM CATCH HIS BREATH. CAN'T LET HIM GET AWAY OR GET HIS STRENGTH BACK.

IT'S NOW OR NEVER. ONE CHANCE.

BUT THAT'S ALL I'VE EVER NEEDED.



ONE CHANCE TO TAKE IT TO THE WALL. ONE CHANCE TO STAND OR FALL ON MY OWN. LIVE OR DIE, SUCCEED OR FAIL.

NOT JUST FOR ME. FOR ALL THE PEOPLE HE'S HURT. FOR ALL THE PEOPLE HE'S KILLED.

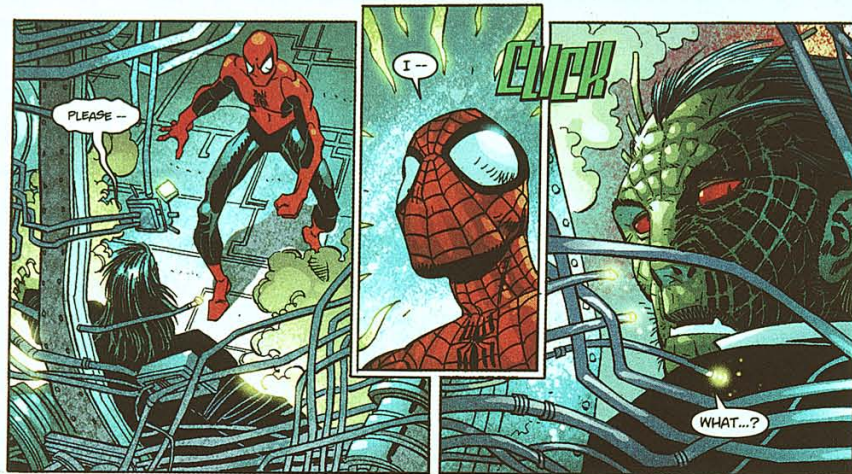
FOR EZEKIEL.



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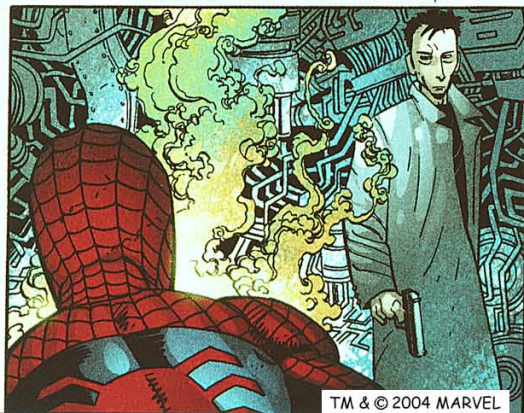
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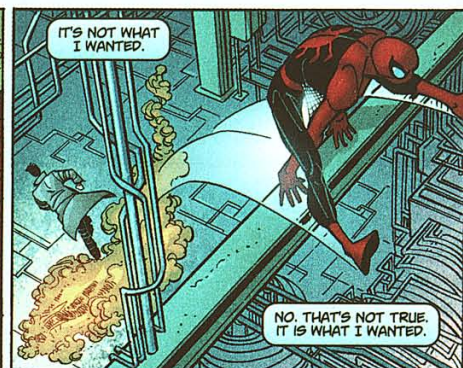
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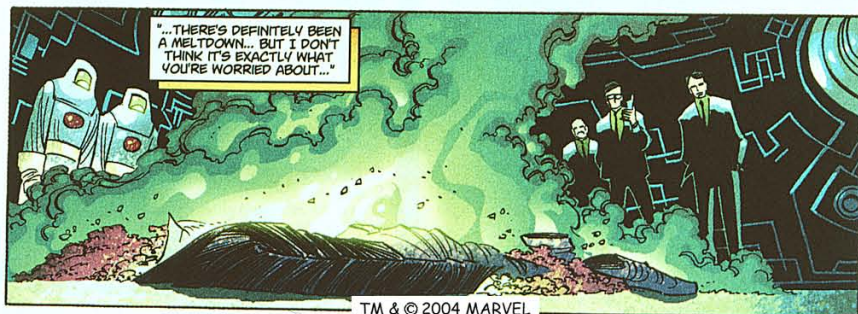
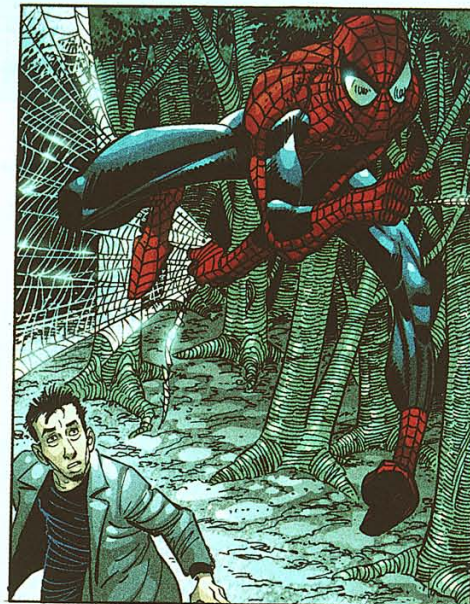


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100 GREATEST MARVELS #5

So what did you choose as picks #25-#22 of the best Marvel comics of all time? Find out!

ALIEN #2

Following last issue's shock ending, Jessica Jones follows a trail of heartache and murder! By Brian Michael Bendis and Michael Gaydos!

AVENGERS: CELESTIAL QUEST #2

Mantis and her Avengers allies take to the stars to stop Thanos! By Steve Englehart and Jorge Santamaría!

DAREDEVIL #26

The Marvel Knights kick off their fourth year as a red-hot creative team begins a new story! By Brian Michael Bendis and Alex Maleev!

DAREDEVIL: YELLOW #5

The love triangle between Matt Murdock, Karen Page, and Foggy Nelsen heats up as the Owl attacks! By Jeph Loeb and Tim Sale!

EXILES #5

Can our rookie team stop the rampaging Hulk? And can even Alpha Flight - led by Wolverine - help? By Judd Winick and Jim Calafiori!

FANTASTIC FOUR #48

The Abraxas Saga continues as the cosmic creature hunts the FF through the Multiverse! By Carlos Pacheco, Rafael Marín, Jeph Loeb, and Jeff Johnson!

ICEMAN #1

The coolest X-Man heads to the Land of the Rising Sun as his very own solo story begins! By Dan Abnett, Andy Lanning, and Karl Kersch!

ORIGIN #2

Continuing the greatest story never told: the origin of Wolverine! By Paul Jenkins and Andy Kubert!

SPIDER-GIRL #39

"Mayday" struggles to get her personal life together - while Peter Parker tracks down the new Spider-Man! By Tom DeFalco and Pat Olliffe!

THOR #42

Odin is dead - and Thor must face his fate! Will the son now have to become the father? By Dan Jurgens and Stuart Immonen!

ULTIMATE SPIDER-MAN #14

You saw a sketch of him in Ultron, now the Ultimate version of Dr. Octopus strikes! By Brian Michael Bendis and Mark Bagley!

UNCANNY X-MEN #399

What is the X-Ranch? And can the X-Men find it before the Church of Humanity does? By Joe Casey and Tom Raney!

U.S. WAR MACHINE #4

James Rhodes learns of A.I.M.'s monstrous plans - and takes his first look at the all-new, all-scary... *Darkhawk*? By Chuck Austen!

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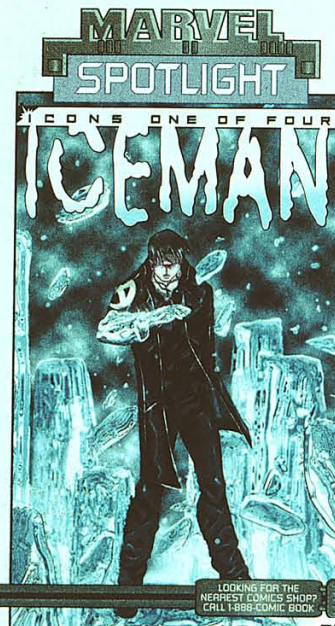
BULLETINS

THE 100 GREATEST

Okay, True Believers, time to reveal more cool comics that you picked as the 100 Greatest Marvels Of All Time! Last time we unveiled choices #44 through #35, now it's time for 10 more titles that will forever be remembered as Mighty Marvel's finest!

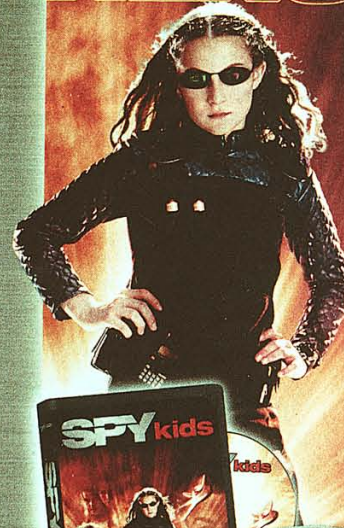
- 34. Silver Surfer #1 (by Stan Lee & John Buscema)
- 33. Fantastic Four (vol. 1) #12 (The Thing vs. The Hulk)
- 32. Uncanny X-Men #95 (death of Thunderbird)
- 31. Journey Into Mystery #83 (Intro of Thor)
- 30. Uncanny X-Men #4 (Intro of the Brotherhood)
- 29. Tales of Suspense #39 (Intro of Iron Man)
- 28. Fantastic Four (vol. 1) #5 (Intro of Dr. Doom)
- 27. Amazing Spider-Man #14 (Intro of Green Goblin)
- 26. Daredevil #1 (Marvel Knights run)

So what were your top picks? Look for our rip-roarin' reprints in October and November for the elite issues that you voted into the Top 25!



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HELLO, GOD...
THIS IS PETER
PARKER. CAN I
ASK A FAVOR?



I KNOW I'VE BEEN YOUR
PERSONAL CAT TOY FOR
THE LAST FEW YEARS...BUT
CAN WE NOT DO THAT TO
ME AGAIN FOR A WHILE?

NOT REAL LONG.
I KNOW THE ODDS
ON THAT ARE ABOUT
ZERO...BUT JUST
FOR A LITTLE WHILE.



SAY...FIFTY OR
SIXTY YEARS? I
MEAN, THAT'S NOT
LONG IN YOUR
TERMS, RIGHT?



JUST KIDDING,
GOD...
JUST KIDDING.



BUT I'LL BET
YOU KNEW THAT,
DIDN'T YOU?

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WHEN MY KNEES
STOP SHAKING, I
GO TO CHECK ON
EZEKIEL'S PLACE. I
FIGURE SOMEBODY
HAS TO TELL THEM
HE'S GONE. TELL
THEM HE STOOD UP,
ANTED IN, AND WENT
DOWN SWINGING.



BUT THE PLACE IS
EMPTY. THE FURNITURE
LOOKS LIKE IT WAS
YANKED OUT FAST.



NOTHING.
DID SOMEONE
TELL THEM?
DID THEY FIND
OUT ON THEIR
OWN? OR...



ARE YOU OUT
THERE, EZEKIEL?
DID YOU LAND
ON YOUR FEET?

DO I NOT HAVE
TO CARRY ONE
MORE DEATH ON
MY CONSCIENCE?

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- ☐ XFO X-Force
- ☐ MEN X-Men
- ☐ XTR X-Treme X-Men

MARVEL ULTIMATES

- ☐ USM Ultimate Spider-Man
- ☐ UXM Ultimate X-Men
- ☐ UMT Ultimate Team-Up
- ☐ ULT Ultimate Marvel Magazine

SPIDER-MAN

- ☐ AMZ Amazing Spider-Man
- ☐ SPI Peter Parker, Spider-Man
- ☐ TAW Spider-Man: Tangled Web
- ☐ SPG Spider-Girl

MARVEL HEROES

- ☐ AVE Avengers
- ☐ CAM Captain America
- ☐ CMV Captain Marvel
- ☐ DEF Defenders
- ☐ DDV Daredevil
- ☐ ELK Elektra (Mature Readers)
- ☐ FAN Fantastic Four
- ☐ INC Hulk
- ☐ IRM Iron Man
- ☐ PUN Punisher (Mature Readers)
- ☐ THO Thor
- ☐ BLT Thunderbolts

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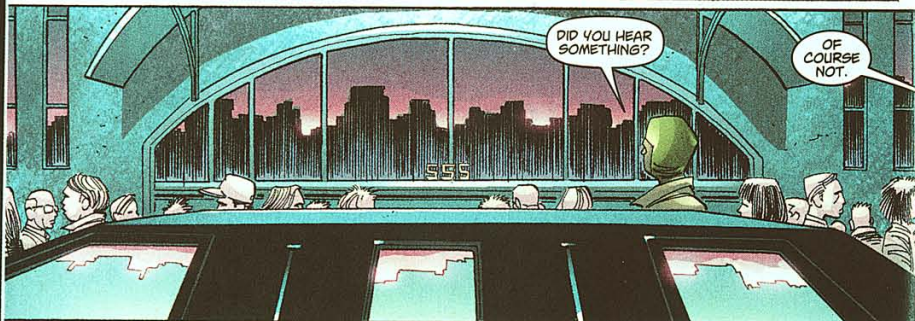
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HEH...
HEH-HEH...



EZEKIEL!



DID YOU HEAR
SOMETHING?

OF
COURSE
NOT.



NOW COME,
WE HAVE PLACES
TO BE, THINGS
TO DO...



...PEOPLE
TO HELP.

WHAT WAS
THAT?



NOTHING...
NOTHING AT
ALL.



EVERY INCH
OF MY BODY
HURTS, BUT
I ALMOST
DON'T MIND.
BECAUSE IT
MEANS I'M
ALIVE.

I'M A-
FREAKING-
LIVE!



AND
THE WORLD IS
BEAUTIFUL.
THE CITY
IS BEAUTIFUL.
THE STREET IS
BEAUTIFUL.



EVEN YOU'RE
BEAUTIFUL.

YEAH,
AND MY WIFE
SAYS I'M REALLY
CUTE WHEN I'M
ANGRY, SO TAKE
A HIKE, YOU'RE
BLOCKING
TRAFFIC.



AND THE
DELI IS BEAUTIFUL
AND THE TRASH IS
BEAUTIFUL AND THE
HOOKERS ARE
BEAUTIFUL --

-- WELL...
KIND OF
WAITAMINUT,
IS THAT A
SUV?

NUT.

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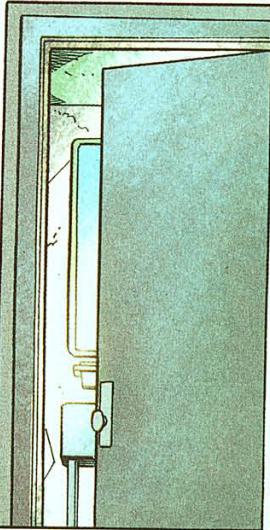




MAN, THIS PLACE NEVER LOOKED SO GOOD. ACTUALLY, NO PLACE EVER LOOKED THIS GOOD.



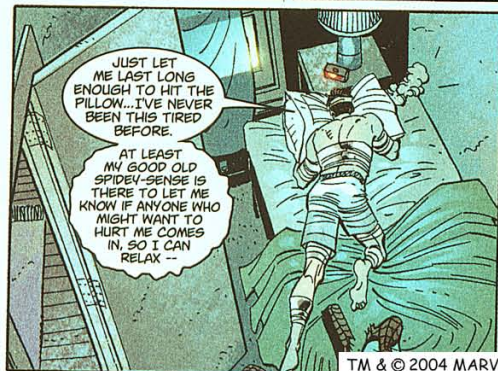
OW... EVERYTHING HURTS... BUT AT LEAST I CAN FEEL THE RADIATION FLUSHING OUT OF MY SYSTEM THE SAME WAY IT DID AFTER THAT FIRST BITE. SPEAKING OF WHICH...



...OH, MAN WAS THAT OVERDUE...



I'M GONNA SLEEP FOR A WEEK... THEN WHEN I'M TIRED OF THAT, I'LL GET SOME REST. THEN MAYBE A LITTLE MORE SLEEP. IF I'M UP TO IT. IF NOT, THEN I'LL JUST NAP FOR A FEW WEEKS.



JUST LET ME LAST LONG ENOUGH TO HIT THE PILLOW... I'VE NEVER BEEN THIS TIRED BEFORE.

AT LEAST MY GOOD OLD SPIDEV-SENSE IS THERE TO LET ME KNOW IF ANYONE WHO MIGHT WANT TO HURT ME COMES IN, SO I CAN RELAX --



-- AND JUST SLEEPEEP...

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NOK

HELLO? PETER?



ARE YOU AWAKE? I CAN GO IF YOU'RE ASLEEP... I WAS JUST COMING BY TO PICK UP YOUR CLEANING LIKE I PROMISED...



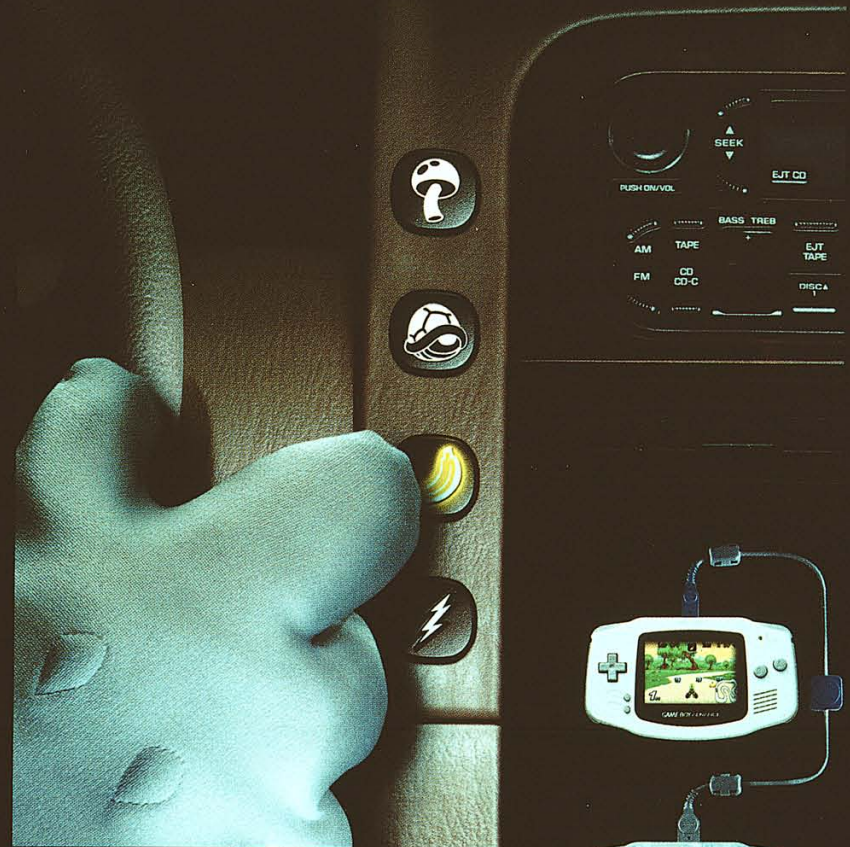
AND AFTER YOUR CALL I GOT WORRIED, SO I FIGURED I'D USE THE KEY TO --



-- TO...

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SUPER CIRCUIT™

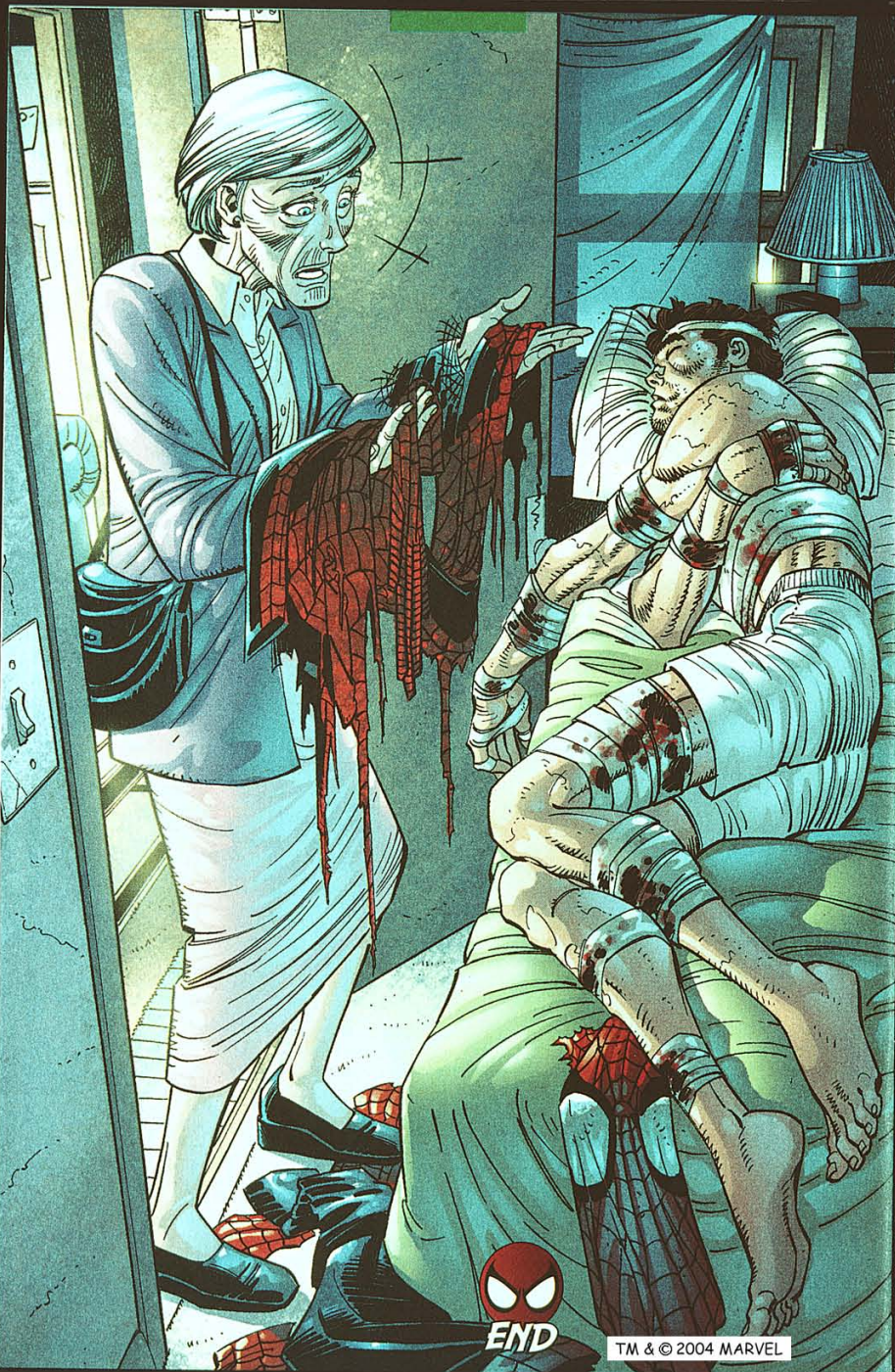
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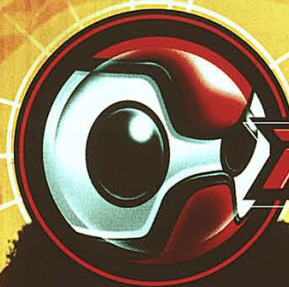
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